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CHARTER

OF THE

RUTLAND AND WASHINGTON

RAIL-ROAD COMPANY.

AN ACT TO INCORPORATE THE RUTLAND AND
WASHINGTON RAIL-ROAD COMPANY.

It is hereby enacted by the General Assembly of the State of Vermont, as follows:

SEC. 1. Such persons as shall hereafter become stockholders of said company, are constituted a body corporate, by the name of the Rutland and Washington Rail-Road Company, for the purpose and with the right of building a rail-road, with a single or double track, from some point in the town of Rutland, thence through the town of Ira, Castleton and Fairhaven or Poultney, to some point in the west line of this State, in said town of Fairhaven or Poultney, most convenient for meeting and connecting with a rail-road, to be built by the Saratoga and Washington Rail-Road Company, in the State of New York; to carry persons or property on said road, by the power of steam, or otherwise; and by that name, may sue and be sued, may have a seal; and shall have all the rights incident to corporations.

SEC. 2. If said corporation shall not, within five years from the passage of this act, build and put in operation the whole of said road, then the rights and powers granted by this act shall cease for such parts of said road as shall not be completed, but shall be valid for such parts of said road as shall then be built and put in operation.

SEC. 3. The capital stock of said corporation shall be three hundred thousand dollars, which may be increased to such an amount, as may be necessary to complete said road, and

furnish all necessary buildings, carriages and all other needful appurtenances thereto; and said capital stock shall be divided into shares, of one hundred dollars each, and shall be deemed personal property, and may be transferred in the manner, which said corporation may, by their by-laws, prescribe.

SEC. 4. Robert Pierpoint, William Y. Ripley, James Adams, Arunah W. Hyde, Benjamin F. Langdon, William C. Kittredge, Alanson Allen, Michael J. Myers, Alfred H. Griswold, Edgar L. Ormsbee, Solomon Foot, Zimri Howe, Merritt Clark, Horace Clark, Henry Stanley, Isaac W. Thompson, Moses Miller and Charles W. Kellogg, shall be commissioners, who shall, within one year, open books, for receiving subscriptions to the capital stock of said corporation, at some convenient place in Rutland, Castleton, Whitehall, Poultney, Granville, and Fort Ann, and at such other places as they shall deem proper, giving twenty days notice thereof, in all the newspapers printed in the county of Rutland, and in the town of Whitehall; and shall call all meetings of said corporation, necessary for the due organization of the same; and as soon as the capital stock, or one hundred thousand dollars of the same shall be subscribed, the said commissioners shall call a meeting of the stockholders, giving twenty days notice thereof by publication as aforesaid, to choose seven directors; and said directors shall be chosen by such of the stockholders as shall attend, in person or by proxy, each stockholder to have as many votes, as he holds shares; and said commissioners shall be inspectors of the first election of directors, and shall certify the names of those elected, and deliver the books of subscription to such directors; and the time and place of holding the first meeting of the directors shall be fixed by said commissioners. A new election of directors shall be made annually, at such time and place as the board of directors shall appoint, giving twenty days notice of said meeting, by a publication thereof, in some newspaper printed in the county of Rutland. Said directors may appoint an engineer, and cause such examinations and surveys of said road to be made, as they may deem necessary; and said directors, after making such examinations and surveys, shall, by certificates under their hands and seals, designate the line or route on which said rail-road shall be made; and they shall cause the same to be recorded in the several town clerks' offices in the towns through which said road shall pass; and said company may make any alterations in the route of said road, from time to time, always causing the same to be recorded in the town clerk's office, in the town where such alterations shall be made; and the expense of such examination and survey, as well as all preliminary surveys now making or

made, and all incidental expenses relating thereto, shall be paid by said company.

SEC. 5. The directors, as soon as may be after their election, shall annually, elect from their own number, a president and vice president; and in case of the death, resignation or absence of the president, the vice president shall preside, until another president shall be chosen; and in case of the death or resignation of any officer of the company, the directors may fill such vacancy until the next annual election.

SEC. 6. Five directors shall form a board, who shall be competent to transact all the business of the company; they may make such by-laws, rules and regulations as they shall deem needful and proper, for the management and disposition of the stock, property and effects of said company, the transfer of shares, the duties and conduct of their officers, the election of directors, and all other matters pertaining to the concerns of said company; they may also appoint a clerk and treasurer, who shall give bonds for the faithful discharge of their duties, and as many servants as they shall think best, and fix the salary of every officer and servant of said company.

SEC. 7. Said corporation may, by their engineers and agents, enter upon the route so to be designated as aforesaid, by said directors, as the line or route upon which to make said road, and take possession of and use all such land and real estate, as may be necessary for the construction and maintenance of said road, and the accommodation requisite to the same; and may take and hold all grants and donations of land and real estate, that may be made to said company, for the purpose herein granted. *Provided*, that all lands and real estate thus entered upon, taken possession of, and used by said company, and not granted as above mentioned, shall be purchased by said company of the owner thereof; and in case of disagreement as to the price, the county court, for the county of Rutland, upon application of either party, shall appoint three disinterested commissioners, to determine the damages which the owner of the land or real estate so entered upon, by said company, may have sustained, or shall be likely to sustain by the occupation thereof; and said commissioners shall hear said claim for damages, giving the parties ten days notice of the time and place of hearing, and shall deliver to the parties a written statement of their award in the premises, with a description of the land by them appraised; and upon payment of such damages, with the costs and charges of such appraisal, the said commissioners being allowed three dollars per day each, by said company, or upon depositing in either of the banks in said county of Rutland, the amount of such damages, costs and charges, to the

credit of the person to whom said commissioners have awarded the same, and giving such person notice thereof, said company shall be deemed to be seized and possessed of such land or real estate, so appraised by said commissioners.

And in case the owner of any land or real estate, taken by said company, shall be a married woman, an infant, idiot, or insane, or shall reside out of this State, then said company shall cause such damages to be determined in the same manner above prescribed, and shall pay such damages to such last mentioned owners, whenever the same shall be lawfully demanded, with the interest thereon; which amount and interest shall be a specific lien on the real estate of said company, and shall be preferred to any other demand against said company.

SEC. 8. Should any company, or the owner of any land or real estate, feel aggrieved by the decision of said commissioners, either party may, within ninety days from the making of said decision and notice thereof, or from the removal of the disabilities mentioned in section seven, or from the return of such non-resident to this State, appeal to the county court of said Rutland county; and the decision of said court shall be final thereon, and said court shall tax costs for or against either party, as shall be just and equitable.

SEC. 9. Said company may take toll for their sole benefit, for all passengers and property transported on said road, at such rates per mile, as may from time to time, be established by the board of directors; and all matters in relation to the construction of carriages, and the transportation of passengers and property upon said road, shall be under the direction of said board of directors: *Provided*, that the supreme court, at any stated session thereof in the county of Rutland, upon the application of ten freeholders in any town or towns through which said road may pass, may alter or establish the rates of toll, upon said road, for any term not exceeding ten years, at any one time, and in such manner, that said company shall not receive less than ten per cent. on the amount of capital stock, together with all charges and expenses of said company.

SEC. 10. The board of directors may erect toll-houses, and demand and receive toll upon said road, when finished; and said company shall keep true accounts of all expenditures made in constructing said road, and keeping the same in repair, and also of all moneys received for tolls or from other sources of profit; and the books of said company shall, at all times, be open to the inspection of any committee of the legislature, or of the supreme court; and any such committee may examine any officer

of said company, under oath, relative to the receipt and expenditures of said company.

SEC. 11. If any person shall wilfully, maliciously or wantonly, obstruct the passage of any carriage on said road, or in any way injure or destroy said road, or any part thereof, or any thing belonging thereto, or any implement or material to be employed in the construction of said road, or for the use of the same, he, and every person aiding or abetting therein, shall forfeit and pay to said company, for every such offence, treble the amount of damages, found by any justice, court or jury, before whom trial shall be had: and the person so offending, shall be liable to indictment, by the grand jury for said Rutland county, and on conviction thereof, shall pay a fine not exceeding one hundred dollars, to the use of the State.

SEC. 12. If said rail-road shall cross any private way, the company shall so construct the same, as not to obstruct the safe and convenient use of such private way; and if said rail-road shall not be so constructed, the party aggrieved shall be entitled to his action on the case, in any court proper to try the same, and shall recover reasonable damages for such injury; and if said rail-road shall cross any highway, it shall be so constructed as not to impede or obstruct the safe and convenient use of said highway; and said company may raise or lower such highway or private way, so that said rail-road may conveniently pass over or under the same; and if said company shall raise or lower any highway or private way, and shall not do the same to the satisfaction of the selectmen of the town in which said highway or private way is situated, such selectmen may require, in writing, of said company, such alteration or amendment, as they may think necessary, and if the required amendment be reasonable and proper, and the said company shall unreasonably neglect to make the same, such selectmen may proceed to make such alteration or amendment, and may prosecute to final judgment and execution, in any court proper to try the same, any action of the case against said company, and shall therein recover reasonable damages for all charges, payments, labor and services, occasioned by making such alteration or amendment, with costs of suit; and if said rail-road shall cross any stream or water course, said company may construct their road upon or across the same: *Provided* that said company shall restore said stream or water-course to its former state, or in such manner as not to impair its usefulness; and the said company shall maintain a sufficient fence on each side of said road, through its whole length: *Provided*, that nothing in this act shall be so construed

as to prevent the crossing of said road with teams or otherwise, in such manner as not to injure the said road.

SEC. 13. The legislature may grant to any other rail-road company, the right to enter with another rail-road, at any point of said road granted by this act, using the whole or a part of the same, paying for the right of so using the same, such rate of toll as the legislature may from time to time prescribe, and complying with such regulations as may be established by said company, under the provisions of this act.

SEC. 14. The State may, at any time, after the expiration of fifty years, from the completion of said rail-road, purchase the same, of said company, with all the franchises, property, rights and privileges of said company, by paying them therefor, the amount expended in making said road, and keeping the same in repair, and all other expenses relating thereto; and if, at the time of such purchase, said company shall not have received an income equal to ten per cent. per annum, on the original cost, over and above all expenses for repairs, and all other expenses relating thereto, the State shall pay said company such sum, as, with the tolls and profits of every kind, shall be equal to ten per cent. per annum, on the cost of said road, from the date of the payment by the stockholders, to the time of such purchase.

SEC. 15. The board of directors may require the payment of the sums subscribed to the capital stock, at such times, and in such proportions, as they may think best, under the penalty of forfeiting all previous payments thereon, giving notice of the time and place of such payments, thirty days previous thereto, in some newspaper printed in said Rutland county, and by letter through the post office, to each stockholder.

SEC. 16. The commissioners named in section four, may at the time of subscription to the capital stock, require such portions of the stock to be paid in cash, as they may deem proper.

SEC. 17. This act shall take effect from its passage.

SEC. 18. The office of the clerk of said company shall be kept in this State, and in some town on the line of said road.

SEC. 19. The said corporation may contract with any other rail-road company, which has been or may hereafter be created by the legislature of this State, or of the State of New York, whose road may enter upon, or be connected with, the road of this corporation, to do and perform all the transportation of persons and property, upon and over said road or roads, upon such terms and conditions as may be mutually agreed upon by the parties. Said corporation may also lease or sell their road, to any such rail-road company, aforesaid, whose road shall enter upon or be connected with the road of this corporation; or may consoli-

date their stock with the stock of any such rail-road company as aforesaid, upon such terms and conditions as shall be mutually agreed upon by the respective parties; *Provided*, that the company to which the road of this corporation may be sold or leased, or with which the stock of this corporation may be consolidated, shall be subject to the provisions of this act, so far as the public rights respecting said road are concerned.

SEC. 20. This corporation may unite with the Saratoga and Washington Railroad Company at the point of terminus of the road of said Saratoga and Washington Rail Road Company, in the west line of this State, in either of said towns of Fairhaven or Poultney, as the case may be; and may also enter upon the road of the Champlain and Connecticut River Rail Road Company, at any convenient point in Rutland; this corporation paying for the use of said road, or any part thereof, such toll or compensation as the respective parties may agree upon; and, in case of their disagreement, such toll or compensation as the legislature may prescribe; and submitting to such rules and regulations of the company owning such road, as to give no unreasonable advantage to one corporation over the other.

SEC. 21. This act shall be deemed and taken to be a public act, and shall be construed favorably and beneficially for all the purposes for which it is intended.

SEC. 22. In case the commissioners named in section four, of this act, shall be equally divided, in designating the particular manner in which they will discharge the duties enjoined by this act upon them, or if they shall be equally divided upon any question of duty or action properly within their powers, they may appoint one additional member of their board, and in such event, all matters of difference shall be decided by a majority of said board. And in case the number of shares subscribed for, shall exceed the number of three thousand, such excess shall be deducted from subscriptions for the greatest number of shares.

SEC. 23. The said corporation may extend a branch or branches of their said road to the town of Poultney or to the towns of Castleton, or Fairhaven, as shall be considered expedient, whenever and after the actual location of said road is finally determined upon.

SEC. 24. Said corporation shall be required to transport upon their said road, the United States' mail, by their regular trips; and in case of any disagreement between said corporation and the general government, touching the compensation for the same, it shall be the duty of the supreme court of this State, on application of either party, to define and establish the rates of com-

compensation ; which rates shall be binding upon the parties, until altered by said court, upon similar application.

SEC. 25. Books of subscription for the capital stock of said corporation, shall be kept open, at least, ten days, by the commissioners, named in section four ; and if, at the expiration of ten days, from the time such books are opened, the sum of one hundred thousand dollars of such capital stock shall have been subscribed, said commissioners shall have power to close said books, for the time being, and shall proceed to organize the said corporation, agreeably to the provisions of this act ; and said books shall thereafter, be re-opened by said commissioners, giving notice thereof agreeably to the provisions of this act, until the whole of said capital stock shall be subscribed for :—*Provided*, that in case the whole of such capital stock shall be subscribed for, at the expiration of the said ten days, said commissioners shall not be required to re-open said books.

SEC. 26. Said corporation shall cause seasonable and proper notice to be given, of the approach of any locomotive engine, upon their road, to the place where said road crosses any turnpike, highway or private way, upon the same level with said road ; and shall cause suitable signs to be placed across each highway, or turnpike, when the same is crossed by said rail-road, upon the same level therewith ; and said corporation shall be liable for any damages sustained by any person, by reason of the neglect of the provisions of this section, to be recovered in an action on the case, by the person sustaining such damage.

SEC. 27. The said Rutland and Washington Rail-Road Company shall be subject to all the duties, liabilities, restrictions and provisions which may, hereafter, be established by, or contained in, any general law of this State, applicable to, and respecting all rail-road corporations within the State, unless the same shall be inconsistent with the express provisions of this act.

Approved, November 13, 1847.

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